

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDINGFEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159Approved by OMB
3060-0589
Page No. 1 of 2

(1) LOCKBOX # 358145		FCC/MELLON		DEC 26 2007		SPECIAL USE ONLY	
						FCC USE ONLY	
SECTION A - PAYER INFORMATION							
(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on the card) American Fiber Systems, Inc.				(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00			
(4) STREET ADDRESS LINE NO. 1 100 Meridian Centre							
(5) STREET ADDRESS LINE NO. 2 Suite 250							
(6) CITY Rochester				(7) STATE NY		(8) ZIP CODE 14618	
(9) DAYTIME TELEPHONE NUMBER (include area code) 585.785.5837				(10) COUNTRY CODE (if not in U.S.A.)			
FCC REGISTRATION NUMBER (FRN) REQUIRED							
(11) PAYER (FRN) 0006651202				FCC USE ONLY			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET							
(13) APPLICANT NAME US Carrier Telecom Holdings, LLC							
(14) STREET ADDRESS LINE NO. 1 180 Interstate North Parkway							
(15) STREET ADDRESS LINE NO. 2 Suite 200							
(16) CITY Atlanta				(17) STATE GA		(18) ZIP CODE 30339	
(19) DAYTIME TELEPHONE NUMBER (include area code) 678.454.1431				(20) COUNTRY CODE (if not in U.S.A.)			
FCC REGISTRATION NUMBER (FRN) REQUIRED							
(21) APPLICANT (FRN) 0016308702				FCC USE ONLY			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET							
(23A) CALL SIGN/OTHER ID		(24A) PAYMENT TYPE CODE CUT		(25A) QUANTITY X 1			
(26A) FEE DUE FOR (PTC) \$965.00		(27A) TOTAL FEE \$965.00		FCC USE ONLY			
(28A) FCC CODE 1				(29A) FCC CODE 2			
(23B) CALL SIGN/OTHER ID		(24B) PAYMENT TYPE CODE		(25B) QUANTITY			
(26B) FEE DUE FOR (PTC)		(27B) TOTAL FEE		FCC USE ONLY			
(28B) FCC CODE 1				(29B) FCC CODE 2			
SECTION D - CERTIFICATION							
CERTIFICATION STATEMENT I, Michael J. Nighan , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.							
SIGNATURE Michael J. Nighan				DATE 12/21/07			
SECTION E - CREDIT CARD PAYMENT INFORMATION							
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____ ACCOUNT NUMBER _____ EXPIRATION DATE _____ I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described. SIGNATURE _____ DATE _____							

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)
FORM 159-C

Page No. 2 of 2

SPECIAL USE

FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME

US Carrier Telecom, LLC

(14) STREET ADDRESS LINE NO. 1

180 Interstate North Parkway

(15) STREET ADDRESS LINE NO. 2

Suite 200

(16) CITY

Atlanta

(17) STATE

GA

(18) ZIP CODE

30339

(19) DAYTIME TELEPHONE NUMBER (include area code)

678.454.1431

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

0006882294

(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

(25A) QUANTITY

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID

(24C) PAYMENT TYPE CODE

(25C) QUANTITY

(26C) FEE DUE FOR (PTC)

(27C) TOTAL FEE

FCC USE ONLY

(28C) FCC CODE 1

(29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID

(24D) PAYMENT TYPE CODE

(25D) QUANTITY

(26D) FEE DUE FOR (PTC)

(27D) TOTAL FEE

FCC USE ONLY

(28D) FCC CODE 1

(29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID

(24E) PAYMENT TYPE CODE

(25E) QUANTITY

(26E) FEE DUE FOR (PTC)

(27E) TOTAL FEE

FCC USE ONLY

(28E) FCC CODE 1

(29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID

(24F) PAYMENT TYPE CODE

(25F) QUANTITY

(26F) FEE DUE FOR (PTC)

(27F) TOTAL FEE

FCC USE ONLY

(28F) FCC CODE 1

(29F) FCC CODE 2



100 Meridian Centre
Suite 250
Rochester, NY 14618-3979

Director - Regulatory Affairs and Contract Management
mnighan@afsnetworks.com
585.785.5837
585.785.5838 (fax)

December 21, 2007
Via Overnight Courier

Marlene H. Dortch, Secretary
Federal Communications Commission
9300 East Hampton Dr.
Capitol Heights, MD 20743

Re: In the Matter of the Joint Application of American Fiber Systems, Inc. ("Transferee"), and USCarrier Telecom Holdings, LLC ("Transferor") and USCarrier Telecom, LLC ("Transferor") For Grant of Authority Pursuant to Section 214 of the Telecommunications Act of 1934, as amended, and Sections 63.04 and 63.24 of the commission's Rules to Complete a Transfer of Control of USCarrier Telecom, LLC, Authorized Domestic and International Section 214 Carrier, to American Fiber Systems, Inc..

Dear Ms. Dortch:

On behalf of American Fiber Systems, Inc. ("AFS" or "Transferee"), USCarrier Telecom Holding, LLC ("USCTH" or "Transferor") and USCarrier Telecom, LLC ("USC" or "Transferor"), enclosed please find an original and six (6) copies of an application for Section 214 authority for a transfer control of USC to AFS. Pursuant to Section 63.04(b) of the Commission's Rules, Applicants submit this filing as a combined international Section 214 transfer of control application and domestic Section 214 transfer of control application ("Combined Application").

(FCC, p. 2)

Applicants are simultaneously filing the Combined Application with the International Bureau through the MyIBFS Filing System.

A completed Fee Remittance Form 159 and a check in the amount of \$965.00 to the Federal Communications Commission to satisfy the filing fee required for this Combined Application has been sent via overnight courier to the FCC Module Supervisor at Mellon Client Services in Pittsburgh.

Please contact me should you require any additional information relating to this filing.

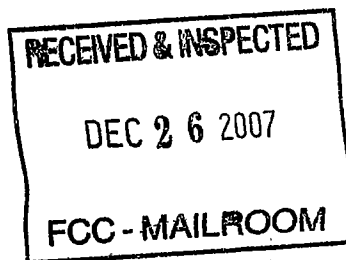
Sincerely,



Michael J. Nighan
Director - Regulatory Affairs

Enclosures

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554



In the Matter of the Joint Application of)
)
American Fiber Systems, Inc., Transferee,)
and)
USCarrier Telecom Holdings, LLC, Transferor,) File No. ITC-T/C-207 _____
USCarrier Telecom, LLC, Transferor,)
)
For Grant of Authority Pursuant to Section 214)
of the Telecommunications Act of 1934, as) WC Docket No. _____
amended, and Sections 63.04 and 63.24 of the)
Commission's Rules to Complete a Transfer of)
Control of USCarrier Telecom, LLC, Authorized)
Domestic and International Section 214 Carrier, to)
American Fiber Systems, Inc.)

JOINT APPLICATION

A. Summary of Transaction and Requested Authority

By this Joint Application, American Fiber Systems, Inc. ("AFS" or "Transferee"), and USCarrier Telecom Holdings, LLC ("USCTH" or "Transferor") and USCarrier Telecom, LLC ("USC" or "Transferor"), (all three parties jointly "Applicants") pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. §214, and Sections 63.04 and 63.24 of the Federal Communications Commission's ("Commission") Rules, 47 C.F.R. §§ 63.04, 63.24, respectfully request Commission approval of such authority as may be necessary to consummate a transaction whereby AFS will acquire control of USCTH and its subsidiary USC. USCTH operates as a holding company and holds no federal or state licenses. USC operates as a non-

dominant carrier holding authority from the Commission to provide domestic¹ and international² telecommunications services.

B. Request for Streamlined Processing

As discussed below, with respect to domestic authority this Joint Application is eligible for presumptive streamlined treatment under Section 63.03(b)(2)(i) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2)(i), and for streamlined treatment for international authority under Section 63.12 (a) and (b), 47 C.F.R. § 63.12 (a) and (b), and Applicants hereby request streamlined processing.

C. Description of the Applicants

American Fiber Systems, Inc., a Delaware corporation with principal offices at 100 Meridian Centre, Suite 250, Rochester, NY 14618, is a fiber-based telecommunications provider operating metropolitan fiber optic networks and offering "last mile" metro and wide area fiber connectivity for data, internet access and voice services to wire line carriers, internet service providers and large enterprise customers.

USCarrier Telecom Holdings, LLC, a Georgia limited liability corporation with principal offices at 180 Interstate North Parkway, Suite 200, Atlanta, GA 30339, operates solely as a holding company and controls USCarrier Telecom, LLC.

¹ USC provides domestic interstate telecommunications services pursuant to the blanket authorization granted under Section 63.01 of the Commission's Rules, 47 C.F.R. § 63.01.

² USC hold global resale authority from the Commission under ITC-214-19980224-00140, granted April 8, 1998.

USCarrier Telecom, LLC, a Georgia limited liability corporation with principal offices at 180 Interstate North Parkway, Suite 200, Atlanta, GA 30339, operates as a "carrier's carrier" providing interexchange and competitive local exchange services.

D. Description of Transaction

In order to consummate the proposed transaction AFS and USCTH will enter into an agreement under which AFS will acquire 55% of the outstanding shares of USCTH. As a result, AFS will acquire direct control of USCTH and indirect control of USC. The term "control" as used herein is limited to the definition of control as interpreted by the FCC under 47 C.F.R. §§ 63.04 and 63.24. For purposes of clarity, while this transaction may constitute a change of control for purposes of applicable law, and even though AFS will have a total of 55% ownership interest, AFS will not have actual day-to-day control of USCTH (nor indirect control of USC) because of governance and voting agreements contained within the governing documents of USCTH; however there are certain major decisions that require supermajority approval of the members and therefore AFS' approval. Although the proposed transaction will result in a change in the ownership of USCTH, no transfer of authorizations, assets or customers will occur and USC will continue to provide services to its existing customers pursuant to its authorizations under the same rates, terms and conditions. Accordingly, this transaction will be transparent to USC's customers.

E. Public Interest Statement

Applicants submit that the proposed transaction will serve the public interest. Applicants anticipate that a number of benefits will ensue from the transaction for current and

future customers of both USC and AFS. The transaction will permit each company access to the other's operational resources thus strengthening their respective competitive positions to the benefits of consumers and the telecommunications marketplace.

F. Information Required by Section 63.24(e)

Pursuant to Section 63.24(e) of the Commission's Rules, 47 C.F.R. §63.24(e), the Applicants submit the following information required under Section 63.18 (a) to (d) and (h) to (p) in support of this Application.

(a) Name and address of each Applicant:

Transferee:

American Fiber Systems, Inc.
100 Meridian Centre, Suite 250
Rochester, NY 14618
FRN: 0006651202

Transferor:

USCarrier Telecom Holdings, LLC
180 Interstate North Parkway, Suite 200
Atlanta, GA 30339
FRN: 0016308702

Transferor:

USCarrier Telecom, LLC
180 Interstate North Parkway, Suite 200
Atlanta, GA 30339
FRN: 0006882294

(b) Jurisdiction of Corporate Organization:

Transferee - a Delaware corporation

Transferor (USCTH) - a Georgia limited liability corporation

Transferor (USC) - a Georgia limited liability corporation

- (c) Correspondence concerning this Application should be sent to:

Transferee:

American Fiber Systems, Inc.
Attention: Bruce T. Frankiewicz
Vice President, Legal and Regulatory Affairs
100 Meridian Centre, Suite 250
Rochester, NY 14618
Telephone: (585) 785-5821
Facsimile: (585) 785-5822

Transferor (USCTH):

USCarrier Telecomm Holdings, LLC
Attention: Joaquin Luna
Chief Financial Officer
180 Interstate North Parkway, Suite 200
Atlanta, GA 30339
Telephone: (678) 454-1431
Facsimile: (678) 454-1429

Transferor (USC):

USCarrier Telecomm, LLC
Attention: Joaquin Luna
Chief Financial Officer
180 Interstate North Parkway, Suite 200
Atlanta, GA 30339
Telephone: (678) 454-1431
Facsimile: (678) 454-1429

(d) Transferee:

AFS holds blanket domestic Section 214 authority to provide interstate services pursuant to 47 C.F.R. § 63.01 and holds international Section 214 authority to provide global or limited global resold or facility-based services granted in File No. ITC-214-20000929-00551.

Transferor (USCTH):

USCTH does not hold any domestic or international Section 214 authority.

Transferor (USC):

USC holds blanket domestic Section 214 authority to provide interstate services pursuant to 47 C.F.R. § 63.01 and holds international Section 214 authority to provide global or limited global resold services granted in File No. ITC-214-1998022400140.

- (h) Name, address, citizenship and principal business of any person or entity that directly owns at least ten (10) percent of the equity of the Applicants, and the percentage of equity owned by each of those entities (to the nearest one percent):

Transferee:

Name & Address	% Equity	Citizenship	Principal Business and Address
American Fiber Systems Holding Corporation	100%	United States	Holding Company 100 Meridian Centre Suite 250 Rochester, NY 14618

Transferee certifies that no entity that owns 10% or more of Transferee has an interlocking directorate with a foreign carrier.

Transferor (USCTH):
(PRE-TRANSACTION)

Name & Address	% Equity	Citizenship	Principal Business and Address
American Fiber Systems, Inc.	40%*	United States	Telecommunications 100 Meridian Centre Suite 250 Rochester, NY 14618
ETC Fiber Company	11%	United States	Telecommunications 224 Dalton Street Ellijay, GA 30540

(* AFS claims a 40% pre-transaction ownership interest in USCTH. USCTH claims the AFS pre-transaction ownership percentage is 15%. Nevertheless, upon full execution of the agreement described in Section D above and receipt of all required regulatory approvals the parties agree that AFS will own 55% of the outstanding shares of USCTH.)

Transferor (USCTH):
(POST-TRANSACTION)

Name & Address	% Equity	Citizenship	Principal Business and Address
American Fiber Systems, Inc.	55%	United States	Telecommunications 100 Meridian Centre Suite 250 Rochester, NY 14618

Transferor (USCTH) certifies that, following the proposed transaction, no entity that owns 10% or more of Transferor has an interlocking directorate with a foreign carrier.

Transferor (USC):

Name & Address	% Equity	Citizenship	Principal Business and Address
USCarrier Telecom Holdings, LLC	99%	United States	Holding Company 180 Interstate North Parkway, Suite 200 Atlanta, GA 30339

Transferor (USC) certifies that no entity that owns 10% or more of Transferor has an interlocking directorate with a foreign carrier.

- (i) Each Applicant certifies that it is not a foreign carrier nor affiliated with a foreign carrier.
- (j) Each Applicant certifies that it does not seek to provide international telecommunications to any destination country in which (i) the Applicant is a foreign carrier in that country, or (ii) the Applicant controls a foreign carrier in that country, or (iii) an entity that owns more than 25% of the Applicant, or that controls the Applicant, controls a foreign carrier in that country, or (iv) two or more foreign carriers (or parties that control foreign carriers) own, in aggregate, more than 25% of the Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) Each Applicant certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) Each Applicant certifies that it is not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) Applicants submit that this Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's Rules in that, (i) no Applicant is affiliated with a foreign carrier on any route for which authority is sought, (ii) no Applicant is affiliated with any dominant U.S. carrier whose international switched or private line services it seeks to resell, and (iii) no Applicant is requesting authority to provide switched services over private lines to countries not previously authorized for service by the Commission.

G. Information Required by Section 63.04(b)

In lieu of an attachment, and pursuant to Commission Rule Section 63.04(b), 47 C.F.R. § 63.04(b) and Section 63.04(a)(6)-(12), 47 C.F.R. § 63.04(a)(6)-(12), Applicants submit the following information in support of their request for domestic Section 214 authority:

(a)(6) A description of the proposed transaction is set forth in Section D above.

(a)(7) Transferee

Transferee and its affiliates offer domestic dark fiber and wide area fiber connectivity and transport for data, internet access and voice services to wire line carriers, internet service providers and large Enterprise customers in Georgia, Idaho, Kansas, Minnesota, Missouri, Nevada, Ohio, Tennessee and Utah, and voice and Voice-Over-Internet- Protocol services in Idaho and Nevada.

Transferor (USCTH)

USCTH does not offer any domestic telecommunications services.

Transferor (USC)

USC offers data, internet access and voice services to telecommunications carriers in Alabama, Florida, Georgia, South Carolina and Tennessee.

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules, 47 C.F.R. §63.03(b)(2)(i) in that (i) Applicants and their affiliates, both pre and post transaction, hold less than a 10% share of the interstate, interexchange market, (ii) Applicants and their affiliates will provide local exchange service only in areas served by a dominant local exchange carrier (none of which are a party to the proposed transaction) and, (iii) none of the Applicants or their affiliates is dominant with respect to any service.

(a)(9) No other Commission applications are being filed with the Commission with respect to this Application.

(a)(10) Not applicable.

(a)(11) No waiver requests are being filed with respect to this Application.

(a)(12) A statement showing how the grant of application will serve the public interest, convenience and necessity is provided in Section E above.

Conclusion

In light of the foregoing facts and public interest considerations, the Commission is respectfully requested to grant the requests set forth in this Application to transfer control of USCarrier Telecom, LLC and its attendant domestic blanket Section 214 and international Section 214 authorities to American Fiber Systems, Inc. as a result of AFS' acquisition of a 55% ownership interest in USCTH.

Respectfully submitted,

American Fiber Systems, Inc.

By: 

Typed Name: Bruce T. Frankiewicz

Title: V.P. of Legal and Regulatory Affairs

Date: December 20, 2007

USCarrier Telecom Holdings, LLC

By: 

Typed Name: Joaquin Luna

Title: Chief Financial Officer

Date: December 19, 2007

USCarrier Telecom, LLC

By: 

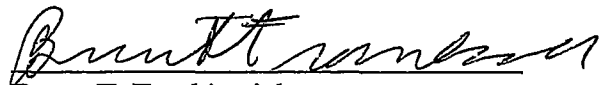
Typed Name: Joaquin Luna

Title: Chief Financial Officer

Date: December 19, 2007

CERTIFICATION

I, Bruce T. Frankiewicz, Vice President of Legal and Regulatory Affairs for American Fiber Systems, Inc., hereby certify under penalty of perjury that I am authorized to make this Certification on behalf of American Fiber Systems, Inc., the Transferee in the foregoing Application. I further certify that the information in the foregoing Application as it pertains to the Transferee is true and accurate to the best of my knowledge and that the Transferee is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.



Bruce T. Frankiewicz
Vice President of Legal and Regulatory Affairs

Date 12/20/07

CERTIFICATION

I, Joaquin Luna, Chief Financial Officer for USCarrier Telecom Holdings, LLC, hereby certify under penalty of perjury that I am authorized to make this Certification on behalf of USCarrier Telecom Holdings, LLC, Transferor in the foregoing Application. I further certify that the information in the foregoing Application as it pertains to the Transferor is true and accurate to the best of my knowledge and that the Transferor is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.


Joaquin Luna
Chief Financial Officer

Date 12/19/07

CERTIFICATION

I, Joaquin Luna, Chief Financial Officer for USCarrier Telecom, LLC, hereby certify under penalty of perjury that I am authorized to make this Certification on behalf of USCarrier Telecom, LLC, Transferor in the foregoing Application. I further certify that the information in the foregoing Application as it pertains to the Transferor is true and accurate to the best of my knowledge and that the Transferor is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.


Joaquin Luna
Chief Financial Officer

Date 12/19/07